

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

BLOCKCHAIN MINING SUPPLY AND
SERVICES LTD.,

Plaintiff,

–against–

SUPER CRYPTO MINING, INC. n/k/a
DIGITAL FARMS, INC., and DPW
HOLDINGS, INC. n/k/a AULT GLOBAL
HOLDINGS, INC.,

Defendants.

Civil Action No. 1:18-cv-11099-ALC

EXHIBIT K

**TO DECLARATION OF DASHA CHESTUKHIN
IN SUPPORT OF PLAINTIFF’S OPPOSITION TO DEFENDANTS’
MOTION TO DISMISS THE FIRST AMENDED COMPLAINT
PURSUANT TO FRCP 12(b)(2) AND 12(b)(6)**

Message

From: darren@supercrypto.com [darren@supercrypto.com]
Sent: 3/6/2018 5:32:18 PM
To: sales@timberlane-mldg.com
CC: 'Joe Kalfa - NADW' [joekalfa@gmail.com]; Joe Spaziano [joe@supercrypto.com]
Subject: RE: Antminer Sale Agreement

Hello Willy and Joe, +(Joe Spaziano for awareness)

I'm frustrated that we are here again at the end of the day without a signed agreement. This is not the way I want to start a relationship. Unfortunately I'm held up by people and timing that I've done my best to control but have clearly failed to leverage according to our ideal plan. I do have approval of the terms by our attorney who said we can amend the agreements according to your recommendation below. I can do that now or you can if you prefer to control these adjustments?

I have emails, voice messages, and texts out to the CEO of our parent asking for approval to sign. He is in NY on a business trip and therefore hasn't been able to get back to me yet. I want to be ready to sign as I gain approval. I know this is a second unexpected delay but I hope you understand the circumstances after our open discussion this morning. I also want to be clear that Todd (the CEO) wants to close this deal as well so I expect good news when we connect.

Let's please use the date of 3/23 below just to be safe knowing that we will pay sooner as possible. Ok?

You then Pay for 500 machines in full on 3/16 (\$1,487,500.00). And pick them up. (We could probably stretch this to 3/23, if it helps)

I'm hoping we can work this out but considering the chain of events I'll understand if you prefer to pass on this opportunity and sell the machines to others. If so, please consider us for the next delivery. Either way Joe will be in town to connect on Thursday with you.

Thank you

Darren

From: Willy Tencer [mailto:sales@timberlane-mldg.com]
Sent: Tuesday, March 6, 2018 11:14 AM
To: darren@supercrypto.com
Cc: Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: RE: Antminer Sale Agreement

Hi Darren. Thanks for your phone call.

I have answered your email below in RED.

Regarding your finances, I spoke with Joe and seeing the future potential, we would like to try and accommodate your cash flow.

I would like to suggest that you buy 1100 machines now.

Here's how it could work, You send us a deposit of \$163,625.00 after Joe has inspected and approved the machines. Funds would be wired on 3/8.

You then Pay for 500 machines in full on 3/16 (\$1,487,500.00). And pick them up. (We could probably stretch this to 3/23, if it helps)

We'll apply deposit to the 600 machines that you will pick up in April. You then pay the balance of \$1,621,375.00.

If you don't pay the balance for the 600 machines, the deposit is non refundable.

Hopefully I have explained this clearly.

Let me know today if this type of arrangement can work for you.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: darren@supercrypto.com [mailto:darren@supercrypto.com]
Sent: March 6, 2018 1:06 PM
To: sales@timberlane-mldg.com
Subject: RE: Antminer Sale Agreement

Hello Willy,

I just spoke with the Attorney and he is ready to get this finalized for us today. He knows how important it is and agrees that he doesn't want to make it difficult. With that said he brought up a good point when it comes to alternative language. The agreements don't mention what happens if things don't go as planned (not the worse case but just the alternative situation). If you agree could you add (or could we) alternative language for the points below:

-What happens If the inspection isn't satisfactory. Can we add a line that the deposit money goes back to Super Crypto for example. (I know it will be fine but we should have this language in here). Of course, but inspection must take place this week.

-what happens If the equipment isn't available for us to inspect (dates get moved for us to come back and inspect for example). The equipment is available, but if for any reason there is a delay all dates would be moved forward by the delayed amount.

-Lastly, can we list assurances that we will control the machines after the wire for the full amount is sent to you. We need to document how that process works so it is clear that the equipment can only be claimed by Super Crypto. That is fine. I think you will feel a lot more comfortable once you meet the logistics people.

A document can be set up involving logistics whereby it would state that once you have wired the funds and our bank has confirmed receipt of the funds the Logistics people would have a document that states you own the machines and that they can only take your instructions.

If you have any other suggestions on how you would like it to work. I'm sure we can accommodate.

Thank you,
Darren

From: Willy Tencer [mailto:sales@timberlane-mldg.com]
Sent: Tuesday, March 6, 2018 8:06 AM
To: darren@supercrypto.com
Subject: Antminer Sale Agreement

Here you go.

I think it would be best to discuss any changes your attorney is contemplating before we go and forth with paperwork.

This will save a lot of time and legal fees.

Let me know what the issues are, if any.

Willy Tencer

Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: Willy Tencer [mailto:sales@timberlane-mldg.com]
Sent: March 5, 2018 1:26 PM
To: 'darren@supercrypto.com' <darren@supercrypto.com>
Cc: Joe Kalfa - NADW <joekalfa@gmail.com>
Subject: RE: Antminer Sale Agreement

I have covered off all the points that you have mentioned below in the attached Purchase Agreement and Escrow Agreement.

Also attached are original Bitmain packing slips and Invoices (prices have been whited out by me).

Please return the signed agreements and let's firm up when you are coming to inspect.

Please send me a copy of the wire you are sending to the Escrow agent on 3/7.

As I told you, I'm happy to work within your time frame, as long as we know that we have a firm deal. So we need to finalize today.

Regarding your question - The machines are in a logistics Warehouse. Once we inform them that your final payment has been received they will release the goods to Super Crypto. You will be copied on the release that I give them. They will not release goods to anyone else. We can have a conference call with them so that they are fully in the loop and they can also see the copy of the wire you are sending to confirm that releasing the goods to Super Crypto is going to happen. The Logistics company that is storing the goods are the ones that will deliver your machines to the destination of your choice. So they won't be going anywhere except to your facility.

If you need any additional assurances, we are happy to provide.

I will put you in touch with the logistics company so that you can arrange the freight and confirm that the goods will be delivered.

They are a very reputable firm.

It's a pretty simple procedure. We do it all the time.

Look forward to getting this first deal done discussing future possibilities.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: darren@supercrypto.com [<mailto:darren@supercrypto.com>]
Sent: March 4, 2018 11:02 PM
To: sales@timberlane-mldg.com
Subject: RE: Antminer Sale Agreement

Hello Willy,

I appreciated your time on the phone today and I'm looking forward to our first transaction. I imagine that this will be one of many to come. Below please find my understanding of the terms along with a few questions I hoping you can help me with:

March 7th: Super Crypto place 5% of the purchase price ($1,100 * \$2,975 = \$3,272,500 * 5\% = \underline{\$163,625}$) in Escrow with our Attorneys according to the escrow instruction.

By **March 9th** Super Crypto travels to Toronto and inspects the machines (we open randomly selected boxes of both machines and power supplies, plug and test random machines, count all machines and compare to packing slips).

Release the 5% deposit after the inspection is complete and we sign off.

By **March 16th** Super Crypto pays the remaining **\$3,108,875** via wire directly to Blockchain Mining Supply). No need to go to escrow since we will have already inspected the machines.

We then ship the machines immediately and/or pay the \$300 per day storage fee.

Thank you again for offering to help as a customs broker. I'll follow up with your plan for placement as it unfolds this week so we can discuss this further.

A few questions:

Could you share with us copies of the orders from Bitmain for us to review?

Who controls the machines at the airport? How do we take access after we pay and what assurances do we have that the machines will be there after we wire the money? (meaning how do we know that no one but an agent of Super Crypto can take the machines after payment?)

Thank you,

Darren Magot
714-887-6377

From: Willy Tencer [<mailto:sales@timberlane-mldg.com>]
Sent: Sunday, March 4, 2018 9:16 AM
To: darren@supercrypto.com
Subject: RE: Antminer Sale Agreement

Let me know when you are available this morning and I'll call you.

I am now available but did not want to call you too early.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: darren@supercrypto.com [mailto:darren@supercrypto.com]
Sent: March 2, 2018 5:04 PM
To: sales@timberlane-mldg.com; 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: Antminer Sale Agreement

Hi Willy,

I've been working to get confirmations on when I'm getting the funding that I need to finalize the purchase. As you know, the money never becomes available as fast as you want. With that said, our parent company is very supportive and wants us to make the purchase with you. I was just told that I can sign the agreement if we can agree that the Deposit of 5% can be made by 3/7/18. We then would be able to make the full payment by 3/16/18.

I went ahead and made the adjustments that you suggested below to the attached as well as adding the terms above. I understand that this isn't ideal but hope that it is something you will consider. With your approval I'm ready to sign the attached.

Thank you,

Darren Magot

From: Willy Tencer [mailto:sales@timberlane-mldg.com]
Sent: Friday, March 2, 2018 9:58 AM
To: darren@supercrypto.com; 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: Antminer Sale Agreement

I have reviewed the agreements and a couple of minor changes should be inserted.

Page 1: insert today's date

Section 2: insert the escrow agent's name

Add section 2.1 Delivery of Escrow Amount – By March 5, 2018, or before, the Purchaser shall deposit the Escrow amount with the Escrow agent, to be held and administered in accordance with the terms and conditions of this agreement.

Section 3 : we need to have a time line on the inspection date. I suggest to add wording that states inspection to take place by March 9, 2018. Assets must be retrieved within 3 days after inspection and Escrow funds released at that time. In the event goods are not picked up within 3 days, funds are, nevertheless, to be released. Purchaser shall be responsible for warehouse storage in the event goods are not picked up within 3 days after inspection.

Signing page: name should be William Tencer - President

Escrow agreement:

Page 1: insert today's date

Section 1.3: need a time line here too. Same as Section 2.1 of the asset Purchase agreement

Signing page: name should be William Tencer - President

If you have any questions or care to discuss, I am available, until 5:00 pm EST.

Otherwise I'll be awaiting your executed copy.

Look forward to meeting you next week when you come up for inspection. (we have some awesome restaurants here).

Take care.

Willy Tencer

Blockchain Mining Supply and Services Ltd.

200 - 345 Wilson Ave.,

Toronto, ON M3H 5W1

Tel. 416 398 1198

Fax 416 398 0878

sales@timberlane-mldg.com

From: darren@supercrypto.com [<mailto:darren@supercrypto.com>]

Sent: March 2, 2018 10:55 AM

To: 'Joe Kalfa - NADW' <joekalfa@gmail.com>; 'Willy Tencer' <sales@timberlane-mldg.com>

Subject: RE: Antminer Sale Agreement

Thank you Joe and good to meet you Willy.

I have a meeting with the board this morning at which time I expect to be able to sign and send you the executed agreement. I'll then add a few others to the chain who will be flying to Toronto for inspection and to arrange shipping. We are looking forward to moving through this smoothly so we can repeat the process again in the very near future.

Thank you,

Darren

From: Joe Kalfa - NADW [<mailto:joekalfa@gmail.com>]
Sent: Thursday, March 1, 2018 9:55 PM
To: darren@supercrypto.com; Willy Tencer <sales@timberlane-mldg.com>
Subject: Fwd: Antminer Sale Agreement

Hi Darren & Willy,

Connecting you both, so we can hopefully get this agreement to the finish line today.

Best Regards,
Joe Kalfa

Mobile: +1-410-504-6032

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----- Forwarded message -----

From: <darren@supercrypto.com>
Date: Fri, Mar 2, 2018 at 12:58 AM
Subject: RE: Antminer Sale Agreement
To: Joe Kalfa - NADW <joekalfa@gmail.com>

Hello Joe,

The attorney's worked fast and I'm happy to be able to get back to you with the attached. Note a redline on the agreement as well as a clean version (I had them update for the \$2,975 price per). Also, there are Escrow instructions for your review.

A few questions:

- How long can we leave at the airport and is it secure, fee, etc.?
- Will you be doing this again or is this a one time opportunity to work together?

Thank you,

Darren Magot

From: darren@supercrypto.com [mailto:darren@supercrypto.com]
Sent: Thursday, March 1, 2018 1:47 PM
To: 'Joe Kalfa - NADW' <joekalfa@gmail.com>
Subject: RE: Antminer Sale Agreement

Hello Joe,

The attorneys confirmed that they are reviewing the agreement and are setting up Escrow instructions. They are in NY so I expect to hear back in the morning. I know that you wanted to have this signed today but I want to be an open book in sharing that I don't expect to have their approval until tomorrow. I'm pushing but just wanted to be clear.

Great to hear about the machines. How long can they be held at the airport? I'm making arrangements for pick up and sending a team to help get them inspected and moved next week.

Thank you,

Darren

From: Joe Kalfa - NADW [mailto:joekalfa@gmail.com]
Sent: Thursday, March 1, 2018 9:26 AM
To: darren@supercrypto.com
Subject: Re: Antminer Sale Agreement

Darren, ok, perfect.

It's 7:30pm on my end. So I'll be around for next few hours.

Half the shipment already arrived at Toronto airport. Rest is en route.

On Thu, Mar 1, 2018 at 7:22 PM <darren@supercrypto.com> wrote:

Hi Joe,

I'm sorry that I missed your reply. Fantastic – I'll get approval to sign the contract today.

Expect to hear from me this afternoon.

Darren

From: Joe Kalfa - NADW [mailto:joekalfa@gmail.com]

Sent: Thursday, March 1, 2018 9:20 AM
To: darren@supercrypto.com
Subject: Fwd: Antminer Sale Agreement

Darren, yes. See below I replied yesterday.
Let me know.

----- Forwarded message -----

From: Joe Kalfa - NADW <joekalfa@gmail.com>
Date: Wed, Feb 28, 2018 at 10:37 PM
Subject: Re: Antminer Sale Agreement
To: <darren@supercrypto.com>

Yes, we can do that.

I'm fine with using that firm as escrow agent.

5% deposit will be ok as well.

I would like to get this signed by tomorrow morning though, as I need to know this is a done deal. I already have the awb's. The machines are en route.

On Wed, Feb 28, 2018 at 10:30 PM <darren@supercrypto.com> wrote:

Hi Joe,

Thank you for the follow up. We would like to use a law firm that we are familiar with in NY. Would you consider using them for the Escrow – see below:

Sichenzia Ross Ference Kesner LLP

1185 Avenue of the Americas,

37th Floor

New York, NY 10036

Telephone: (212) 930-9700

www.srfklp.com



I've been told that we can make a 5% deposit by the end of this week and then pay in full next week to accept delivery. Is that something that you would entertain? Sorry the funding never comes together as fast as I want but I'm confident in this proposition. We would even consider agreeing to a cancelation fee to help assure you that we will complete the transaction (however we want the machines).

Thank you for your consideration.

Darren Magot

From: Joe Kalfa - NADW [mailto:joekalfa@gmail.com]

Sent: Wednesday, February 28, 2018 5:02 AM

To: darren@supercrypto.com

Subject: Re: Antminer Sale Agreement

Darren,

How's this looking?

Best Regards,
Joe Kalfa

Mobile: [+1-410-504-6032](tel:+14105046032)

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On Tue, Feb 27, 2018 at 8:57 PM, <darren@supercrypto.com> wrote:

Great thank you! I'll work on this on my end.

From: Joe Kalfa - NADW [mailto:joekalfa@gmail.com]

Sent: Tuesday, February 27, 2018 10:55 AM

To: darren@supercrypto.com

Subject: Re: Antminer Sale Agreement

Darren,

I'm out of the office now, so if you can update on your end would be fine.

Re escrow. I'm ok with it being any respectable law firm. So if you have a law firm you work with, I'm okay with them being the escrow agent as well.

On Tue, Feb 27, 2018 at 8:49 PM <darren@supercrypto.com> wrote:

Hello Joe,

Could you please update the agreement to reflect the new pricing? Also, our attorney would like to call the Escrow company to confirmation/to get to know them. I wanted to give you this heads up and ask if you had a key point of contact we should talk with?

Working hard on my side to make this happen.

Thank you,

Darren

From: Joe Kalfa - NADW [<mailto:joekalfa@gmail.com>]

Sent: Sunday, February 25, 2018 12:58 AM

To: darren@supercrypto.com

Subject: Antminer Sale Agreement

Darren,

See attached as discussed on LinkedIn.

Let me know any changes..

Best Regards,
Joe Kalfa

Mobile: [+1-410-504-6032](tel:+14105046032)

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Best Regards,
Joe Kalfa

Mobile: +1-410-504-6032

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Best Regards,
Joe Kalfa

Mobile: +1-410-504-6032

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Best Regards,
Joe Kalfa

Mobile: +1-410-504-6032

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Best Regards,
Joe Kalfa

Mobile: +1-410-504-6032

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Shira Kalfa, BA, JD
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Message

From: darren@supercrypto.com [darren@supercrypto.com]
Sent: 3/21/2018 12:49:47 PM
To: 'Willy Tencer' [sales@timberlane-mldg.com]
Subject: Super Crypto Mining

Hi Willy,

I hope that all is well. I'm working with the CFO on the wire details for this week and want to ask for your help on a few questions:

- 1) Our CEO is still nervous over the transfer process between when we send the wire and get the machines. Recognizing that this is overkill would you please help me find a way to satisfy to him that the machines will be secure after sending the wire? I think that the letter from the facility at the airport would satisfy any of his concerns. Can you help get something from them stating that they won't release the machines to anyone until X document is produced?
- 2) We are planning to ship the 500 machines and power supplies as soon as possible after the wire is sent rather than storing them and waiting until the second payment is made. So we will take two loads, just fyi.

Thank you in advance for your help here.

Darren Magot
www.supercryptomining.com
714-887-6377

From: Willy Tencer <sales@timberlane-mldg.com>
Sent: Thursday, March 8, 2018 4:17 PM
To: Darren Magot <darren@supercrypto.com>
Subject: Wire conf

Please send me copy of wire confirmation once wire has been sent tomorrow.
Keep me posted as to where you want these first 500 machines shipped.
I also need you correct billing address For invoicing purposes.
We will talk next week regarding your future needs.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200-345 Wilson Ave.
Toronto, On. Canada
M3H 5W1
Tel. 416 398 1198
Fax. 416 398 0878
sales@timberlane-mldg.com

Message

From: darren@supercrypto.com [darren@supercrypto.com]
Sent: 3/22/2018 9:03:01 AM
To: sales@timberlane-mldg.com
Subject: RE: shipment

Good morning Willy,

I just spoke with Lisa and also with the NYSE attorneys (Who we originally planned to use for an Escrow). Again, I apologize since this is such overkill but I hope you understand that the CEO of the parent company (DPW traded on the NYSE) can't have any opportunity for something to go wrong (even though I know it won't). It's not a trust thing but just good business to avoid having to tell shareholders that we lost the shipment or money.

With that said, the only way I see of guaranteeing this would be to send the money to an Escrow as we originally planned with the deposit. The law firm SRFK could set up that Escrow today and receive the funds tomorrow. They would then release the funds once Lisa confirms that she released the equipment to the trucking company.

Thank you again for understanding and helping us find a solution here.

Darren Magot
www.supercryptomining.com
714-887-6377

From: Willy Tencer <sales@timberlane-mldg.com>
Sent: Thursday, March 22, 2018 7:03 AM
To: 'Lisa' <lisa@stonegatelogistics.com>
Cc: darren@supercrypto.com
Subject: RE: shipment

I thought you were handling the trucking for Darren. We normally just send a packing slip. If you need an official BOL can you send me one and we will complete it.
Thx.

Willy Tencer
Blockchain Mining Supply and Services Ltd.
200 - 345 Wilson Ave.,
Toronto, ON M3H 5W1
Tel. 416 398 1198
Fax 416 398 0878
sales@timberlane-mldg.com

From: Lisa [<mailto:lisa@stonegatelogistics.com>]
Sent: March 22, 2018 9:59 AM
To: sales@timberlane-mldg.com
Cc: darren@supercrypto.com
Subject: RE: shipment

Hi Willy
Sorry I forgot to add that the driver will need to come with a BOL.

Regards
Lisa

905-671-9072 x236

905-673-8053

lisa@stonegatelogistics.com

www.stonegatelogistics.com



From: Willy Tencer [<mailto:sales@timberlane-mldg.com>]

Sent: March-22-18 9:19 AM

To: 'Lisa' <lisa@stonegatelogistics.com>

Cc: darren@supercrypto.com

Subject: shipment

I think my customer will be calling you. he wants some sort of assurance that you will ship the goods to him once I call you to let you know that we have received payment. I guess he wants to be comfortable that neither of us will run off with the goods after he pays me.

Would it be possible to give him a letter, if that's what he wants?

He is scheduled to pay tomorrow, so shipment should be tomorrow or Monday.

Hopefully, we'll get this sorted out today.

His name is Darren. He is in copy here.

Willy Tencer

Blockchain Mining Supply and Services Ltd.

200 - 345 Wilson Ave.,

Toronto, ON M3H 5W1

Tel. 416 398 1198

Fax 416 398 0878

sales@timberlane-mldg.com